Company No. 733607 W (Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDED 28 FEBRUARY 2007

	Fourth Quarter		Cumulative Quarter		
	Current Year Quarter 28/02/2007 RM'000	Preceding Year Corresponding Quarter* 28/02/2006 RM'000	Current Year To Date 28/02/2007 RM'000	Preceding Year Corresponding Period* 28/02/2006 RM'000	
Revenue	64,158	N/A	90,605	N/A	
Operating Expenses	(56,524)	N/A	(78,329)	N/A	
Other Operating Income	370	N/A	450	N/A	
Profit from Operations	8,004	N/A	12,726	N/A	
Finance Cost	(1,422)	N/A	(2,089)	N/A	
Excess of net fair values over acquisitions cost	-	N/A	17,891	N/A	
Share of profit of associated company	22	N/A	14	N/A	
Share of loss of joint venture company	(32)	N/A	(39)	N/A	
Profit before taxation	6,572	N/A	28,503	N/A	
Taxation	(334)	N/A	(1,577)	N/A	
Profit for the period	6,238	N/A	26,926	N/A	
Attributable To:					
Equity holders of the parent	6,238	N/A	26,926	N/A	
Earnings/(loss) per share					
(a) Basic earnings per share (sen) (Before excess of net fair values over acquisitions cost)	19.18	N/A	22.19	N/A	
(b) Basic earnings per share (sen) (After excess of net fair values over acquisitions cost)	19.18	N/A	66.12	N/A	
(c) Diluted earnings per share(sen)	N/A	N/A	N/A	N/A	

The condensed consolidated income statement should be read in conjunction with the audited financial statements for the period ended 30 September 2006 as disclosed in the Prospectus dated 29 January 2007 and the accompanying explanatory notes attached to the interim financial reports

Note:-

^{*} This is the second Interim Financial Statements on the consolidated results for the financial period ended 28 February 2007 announced by the Company in compliance with Bursa Malaysia Securities Berhad's ("Bursa Securities") requirements in conjunction with the admission of the Company to the Main Board of Bursa Securities. As this is the second quarterly report being drawn up, there are no comparative figures for the preceding years's corresponding quarter and period.



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UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET AS AT 28 FEBRUARY 2007

	UNAUDITED GROUP 28/02/2007 RM'000	AUDITED GROUP* 28/02/2006 RM'000
ASSETS		
Non-Current assets	27,700	NT/A
Property, Plant And Equipment	26,698	N/A
Investment Properties	13,087 44	N/A N/A
Investment In Associated Company Investment In Jointly Controlled Company	122	N/A N/A
Other Investments	2,007	N/A N/A
Other non-current assets	901	N/A N/A
Other hon-current assets	42,859	N/A
	42,839	IN/A
Current assets		
Inventories	98,262	N/A
Trade and Other Receivables	66,584	N/A
Amount Due from Associated Company	227	N/A
Fixed Deposits	23,132	N/A
Cash and Bank Balances	9,736	N/A
	197,941	N/A
TOTAL ASSETS	240,800	N/A
EQUITY AND LIABILITIES		
Share Capital	75,000	N/A
Share Premium	16,072	N/A
Reserves	26,882	N/A
Total Equity	117,954	N/A
Non-current liabilities		
Long Term Borrowings	27,941	N/A
Deferred Taxation	2,190	N/A
	30,131	N/A
Current liabilities		
Trade and Other Payables	15,469	N/A
Overdraft and Short Term Borrowings	75,585	N/A
Amount Due to Joint Venture Company	23	N/A
Taxation	1,638	N/A
	92,715	N/A
Total Liabilities	122,846	
TOTAL EQUITY AND LIABILITIES	240,800	N/A
NET ASSETS PER SHARE (RM)#	0.79	N/A

The condensed balance sheet should be read in conjunction with the audited financial statements for the period ended 30 September 2006 as disclosed in the Prospectus dated 29 January 2007 and the accompanying explanatory notes attached to the interim financial reports.

Note:

- # Net Assets per share as at 28 February 2007 was arrived based on the Group's Net Assets of RM117.954 million over the number of ordinary shares of 150,000,000 shares of RM0.50 each.
- Consolidated Balance Sheet and Net Assets per share as at the preceding financial year end was not available as the Group was formed on 10 November 2006.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 28 FEBRUARY 2007

	◆ Attributable to Equity Holder of the Parent Non-Distributable						
	Share Capital RM'000	Share Premium RM'000	Exchange Reserve RM'000	Unappropriated Profit RM'000	Total RM'000	Minority Interest RM'000	Total Equity RM'000
Balance as at date of incorporation on 15 May 2006	#	-	-	-	#	-	#
Issue of shares pursuant to acquisitions of subsidiaries	62,500	4,827	-	-	67,327	-	67,327
Rights issue pursuant to listing scheme	2,500	-	-	-	2,500	-	2,500
Public issues pursuant to IPO	10,000	13,600	-	-	23,600	-	23,600
Listing expenses	-	(2,355)	-	-	(2,355)	-	(2,355)
Currency translation differences	-	-	(44)	-	(44)	-	(44)
Net profit for the period	_	-	-	26,926	26,926	-	26,926
Balance as at 28 February 2007	75,000	16,072	(44)	26,926	117,954	-	117,954

Note: # RM1.00

The condensed statement of changes in equity should be read in conjunction with the audited financial statements for the period ended 30 September 2006 as disclosed in the Prospectus dated 29 January 2007 and the accompanying explanatory notes attached to the interim financial reports



INTERIM FINANCIAL REPORT

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 28 FEBRUARY 2007

FOR THE PERIOD ENDED 28 FEBRUARY 2007		
	GROUP	GROUP*
	28/02/2007	28/02/2006
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	28,503	N/A
Adjustments for:		
Non-cash items	4,078	N/A
Non-operating items	1,838	N/A
Excess of net fair values over acquisitions cost	(17,891)	N/A
Operating profit before changes in working capital	16,528	N/A
Changes in working capital:-		
Net changes in current assets	(32,908)	N/A
Net changes in current liabilities	(851)	N/A
Net changes in bills payables	11,763	N/A
Cash used in operations	(5,468)	N/A
Interest paid	(2,028)	N/A
Interest received	190	N/A
Tax paid	(707)	N/A
Net cash used in operating activities	(8,013)	N/A
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of subsidiaries, net of cash acquired	17,684	N/A
Purchase of property, plant and equipment	(874)	N/A
i dichase of property, plant and equipment	(674)	IVA
Net cash generated from investing activities	16,810	N/A
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from shares issue	26,100	N/A
Listing expenses paid	(2,355)	N/A
Repayment of borrowings	(913)	N/A
Net cash generated from financing activities	22,832	N/A
NET INCREASE IN CASH AND CASH EQUIVALENTS	31,629	N/A
	31,027	
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	<u> </u>	N/A
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	31,629	N/A

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the period ended 30 September 2006 as disclosed in the Prospectus dated 29 January 2007 and the accompanying explanatory notes attached to the interim financial reports

Note:-

This is the first year of Interim Financial Statements on the consolidated cashflows statement for the financial period ended 28 February 2007 announced by the Company in compliance with Bursa Malaysia Securities Berhad's ("Bursa Securities") requirements after the Group was formed on 10 November 2006. Therefore, there is no comparative consolidated figures for the preceeding financial year to-date.

PANTECH GROUP HOLDINGS BERHAD

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INTERIM FINANCIAL REPORT

A. NOTES TO THE INTERIM FINANCIAL REPORT

A1 Basis of preparation

The interim financial statements have been prepared under the historical cost convention except for the revaluation of properties included within property, plant and equipment and investment properties which are stated at fair value.

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134 "Interim Financial Reporting" and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Company for the financial period ended 30 September 2006 as disclosed in the Prospectus dated 29 January 2007. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the period ended 30 September 2006.

The accounting policies and methods of computation adopted for the interim financial report are consistent with those adopted by the Group in the audited financial statements for the period ended 30 September 2006. The Group has adopted the following applicable new and revised Financial Reporting Standards ("FRS") effective from 1 January 2006:-

- FRS 3 Business Combinations
- FRS 101 Presentation of Financial Statements
- FRS 102 Inventories
- FRS 108 Accounting Policies, Changes in Accounting Estimates and Errors
- FRS 110 Events after the Balance Sheet Date
- FRS 112 Income Taxes
- FRS 116 Property, Plant and Equipment
- FRS 121 The Effects of Changes in Foreign Exchange Rates
- FRS 127 Consolidated and Separate Financial Statements
- FRS 128 Investment in Asociates
- FRS 131 Interests in Joint Ventures
- FRS 132 Financial Instruments: Disclosure and Presentation
- FRS 133 Earnings Per Share
- FRS 136 Impairment of Assets
- FRS 138 Intangible Assets
- FRS 140 Investment Property

The adoption of FRSs does not have significant financial impact on the Group for the current quarter under review. The principal effects of the changes in accounting policies resulting from the adoption of the FRSs are disclosed below:



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(a) FRS 3: Business Combinations, FRS 136: Impairment of Assets and FRS 138: Intangible Assets

The new FRS 3 requires the goodwill to be carried at cost less accumulated impairment losses and to be tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. Any impairment loss is recognised in profit or loss and subsequent reversal is not allowed. Under FRS 3, any excess of the Group's interest in the net fair value of acquirees' identifiable assets, liabilities and contingent liabilities over cost of acquisitions (previously referred to as "negative goodwill"), after reassessment, is now recognized immediately as income.

(b) FRS 101: Presentation of Financial Statements

The adoption of the revised FRS 101 has affected the presentation of minority interest, share of net after-tax results of associates and other disclosures. In the consolidated balance sheet, minority interests are now presented within total equity. In the consolidated income statement, minority interests are presented as an allocation of the total profit or loss for the period. A similar requirement is also applicable to the statement of changes in equity. FRS 101 also requires disclosure, on the face of the statement of changes in equity, total recognised income and expenses for the period, showing separately the amounts attributable to equity holders of the parent and to minority interest.

(c) New FRS Issued

The Group has not adopted the following FRS which are mandatory for:-

(i) Financial period beginning on or after 1 October 2006

FRS 117 Leases

FRS 124 Related Party Disclosures

(ii) Financial period beginning on or after 1 January 2007

• FRS 6 : Exploration for and Evaluation of Mineral Resources

- FRS 6 is not relevant to the Company's operations

• Amendment to FRS 119₂₀₀₄ : Employee Benefits – Actuarial Gains and Losses, Group

Plans and Disclosures

- Amendment to FRS 119₂₀₀₄ is not relevant to the Group's operations

(iii) Deferred FRS 139 – Financial Instruments: Recognition and Measurement
 The Malaysian Accounting Standards Board has yet to announce the effective date of this standard

A2 Audit report of preceding annual financial statement

The audited financial statements of the Company and its subsidiary companies for the financial period ended 30 September 2006 were not subject to any qualification.

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A3 Seasonal or cyclical factors

The Group's business operations were not affected by any seasonal or cyclical factors.

A4 Unusual Items due to Their Nature, Size or Incidence

Other than as disclosed, there were no unusual items that affected the assets, liabilities, equity, net income and cash flows of the Group during the quarter under review

A5 Material changes in estimates

There were no changes in estimates that have a material effect during the quarter under review.

A6 Debt and equity securities

There were no issuance and repayment of debt and equity securities, share buy backs, share cancellations, share held as treasury shares and resale of treasury shares during the current quarter and financial year under review other than the 149,999,998 ordinary shares issued pursuant to the listing scheme as disclosed below:-

In conjunction with, and as an integral part of the listing of and quotation for the Company's entire enlarged issued and paid-up share capital on the Main Board of Bursa Securities, the Listing Scheme which was approved by the MITI on 28 August 2006 and the SC on 18 October 2006, were executed as follows:-

- (a) Acquisition of Pantech Corporation Sdn Bhd ("Pantech Corp")
 - Acquisition by the Company of 14,815,000 ordinary shares of RM1.00 each representing 100% equity interest in Pantech Corp for a purchase consideration of RM64,490,912, satisfied through the issuance of 119,735,047 new shares at an issue price of approximately RM0.54 per share, which was completed on 7 November 2006.
- (b) Acquisition of Pantech Steel Industries Sdn Bhd ("Pantech Steel") Acquisition by the Company of 3,000,000 ordinary shares of RM1.00 each representing 100% equity interest in Pantech Steel for a purchase consideration of RM6,398,344, satisfied through deferred cash payment of RM3,839,006 and the issuance of 4,751,715 new shares at an issue price

of approximately RM0.54 per share, which was completed on 8 November 2006.

- (c) Acquisition of Panaflo Controls Pte Ltd ("Panaflo")
 - Acquisition by the Company of 500,000 ordinary shares representing 100% equity interest in Panaflo for a purchase consideration of RM1,382,179 satisfied through deferred cash payment of RM1,105,743 and the issuance of 513,236 new shares at an issue price of approximately RM0.54 per share, which was completed on 10 November 2006.

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- (d) Rights issue of 5,000,000 ordinary shares at par on the basis of one (1) rights share for every twenty five (25) ordinary shares which was completed on 18 December 2006.
- (e) Public issues of 20,000,000 ordinary shares at an issue price of RM1.18 per share in conjunction with the flotation of the Company on the Main Board of Bursa Securities on 15 February 2007.

A7 Dividend Paid

There were no dividends paid during the quarter under review.

A8 Segment Information

The Group is principally engaged in the business segments of trading of PFF, manufacturing of pipe fittings and investment holding.

	Revenue		Profit before tax		
		12 months ended	d 28 February 2007		
	Current	Preceding Year	Current	Preceding Year	
	Year	Corresponding	Year	Corresponding	
	to-date	Period (#)	to-date	Period (#)	
	RM'000	RM'000	RM'000	RM'000	
Trading of PFF*	78,531	N/A	10,675	N/A	
Manufacturing of pipe fittings	16,727	N/A	3,930	N/A	
Investment and others	4,027	N/A	3,909	N/A	
	99,285	N/A	18,514	N/A	
Inter-segments elimination	(8,680)	N/A	(5,978)	N/A	
	90,605	N/A	12,536	N/A	
Unallocated expenses				N/A	
			12,536	N/A	
Interest income			190	N/A	
Finance cost			(2,089)	N/A	
Excess of net fair values over acquisitions cost			17,891	N/A	
Share of profit of associate			14	N/A	
Share of loss of joint venture			(39)	_	
-			28,503	N/A	

- * PFF : Represents pipes, fittings and flow controls
- # There is no comparative figures available as this is the first year of interim financial statements announced by the Company in compliance with Bursa Malaysia Securities Berhad's requirements after the Group was formed on 10 November 2006.

There is no geographical segment information as the Group is predominantly operating in Malaysia.

A9 Valuation of Property, Plant and Equipment

There were no changes to the valuation of property, plant and equipment brought forward from the preceding audited 7 months financial statements ended 30 September 2006.

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A10 Material events subsequent to the end of the interim period

There were no material events subsequent to the current financial quarter to date of this announcement, which is likely to substantially affect the results of the operations of the Group.

A11 Changes in the composition of the Group

Pursuant to the Listing Scheme approved by Securities Commission and the Share Sale Agreement dated 15 June 2006, the Company undertook the acquisitions of subsidiaries namely Pantech Corporation Sdn Bhd, Pantech Steel Industries Sdn Bhd and Panaflo Controls Pte Ltd as disclosed in Note A6 of this quarterly report. The above acquisitions were completed on 10 November 2006.

A12 Contingent liabilities

As at the date of this announcement, there were no material contingent liabilities incurred by the Group which, upon crystallization would have a material impact on the financial position and business of the Group.

A13 Capital Commitments

Authorised capital commitments not provided for in the interim financial statements as at 28 February 2007 are as follows:

PM'000

	KIVI UUU
Approved and contracted for	2,178
Approved but not contracted for	
	2,178
Analysed as follows:	
- Property, plant and equipment	2,178

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B. ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS

B1 Review of Performance

a) Performance for the current year ended 28 February 2007

For the cumulative performance for the financial year ended 28 February 2007, the Group recorded profit from operations of RM12.726 million and revenue of RM90.605 million. With the excess of net fair values over acquisitions cost of RM17.891 million arising from the acquisitions of subsidiaries, the Group recorded a profit before taxation of RM28.503 million and a profit after taxation of RM26.926 million. The Group achieved an increased of 24.6% on profit after taxation compared to proforma results of previous financial year (2006: RM21.611 million) mainly due to higher revenue achieved.

b) Performance for the current fourth quarter ended 28 February 2007

For the current quarter under review, the Group achieved revenue of RM64.158 million. In line with the revenue recorded, the Group recorded a profit before taxation of RM6.572 million and a profit after taxation of RM6.238 million.

B2 Variation of results against preceding quarter

For the current quarter under review, the Group recognized results for the full 3 months while for the preceding quarter, the Group recognized 1 month results as the Group was formed on 10 November 2006. Therefore, the Group's revenue and profit before tax are not comparable.

B3 Prospects

- (a) Barring any unforeseen circumstances, the Board is of the opinion that the Group will continue to achieve satisfactory performance.
- (b) The Group has exceeded the revenue and profit estimate for the financial year ended 28 February 2007 as disclosed in note B4.

B4 Variance on Forecast Profit/Profit Guarantee

(a)	Current Year		
	28 Febru	ıary 2007	
	Forecast	Actual	
	RM'000	RM'000	% Achieved
Profit after taxation	24.515	26,926	109.83

The Group did not issue any profit guarantee



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(b) Barring any unforeseen circumstances, the Board of Directors is of the opinion that the revenue or profit forecast for the financial year ending 28 February 2008 which was announced in the Prospectus dated 29 January 2007 is achievable.

B5 Taxation

	Individual Quarter		Cumulati	ve Quarter	
	Current	Current Preceding Year		Preceding Year	
	Year	Corresponding	Year To Date	Corresponding	
	Quarter	Quarter (#)		Period (#)	
	28-Feb-07	28-Feb-06	28-Feb-07	28-Feb-06	
	RM'000	RM'000	RM'000	RM'000	
Current taxation	662	N/A	1,905	N/A	
Under/ (Over) provision	242	N/A	242	N/A	
Deferred taxation	(570)	N/A	(570)	N/A	
	334	N/A	1,577	N/A	

[#] There is no comparative figures available as this is the first year of interim financial statements announced by the Company in compliance with Bursa Malaysia Securities Berhad's requirements after the Group was formed on 10 November 2006.

Tax expense for the current quarter and financial year to-date ended 28 February 2007 is derived based on the management's best estimate of the tax rates for the year. The effective tax rate of the Group for the current quarter and financial year to-date is lower than the statutory rate mainly as a result of tax incentive on increased in export sales available to a subsidiary of the Group during the current period under review.

B6 Unquoted investments and/or properties

Save as disclosed in Note A6 of this interim report on the acquisitions of subsidiaries pursuant to the Listing Scheme, there are no other purchases or disposals of unquoted investment and/or properties during the financial quarter under review.

B7 Quoted securities

There were no purchases or disposals of quoted securities during the financial quarter under review and financial year to date.

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B8 Status of corporate proposals

Save as disclosed below, there are no other corporate proposals announced but not completed as at the date of this quarterly report.

(a) Initial Public Offering

On 15 February 2007, the entire enlarged issued and paid-up share capital of the Company, comprising 150,000,000 ordinary shares of RM0.50 each were listed on the Main Board of Bursa Securities.

(b) Utilisation of IPO Proceeds

Purpose	Proposed utilisation RM'000	Actual utilisation 28-02-2007 RM'000	Intended timeframe for utilisation	Deviation RM'000	%	Explanations
Capital Expenditure	12,000	-	18 months	12,000	100	Note (i)
Working Capital	9,100	9,100	3 months	-	-	n/a
Listing expenses	2,500	2,355	2 months	145	5.8	n/a
- *	23,600	11,455	•	12,145		

(i) Progressive utilization within 18 months from the date of Company's listing.

B9 Group borrowings and debt securities

The Group's borrowings as at the end of the reporting quarter are as follows:-

	Current RM'000	Non-current RM'000
Secured:-		
- Term loans	1,923	5,643
- Hire purchase	979	2,298
- Bank overdraft	1,239	-
- Bankers' acceptances and trust receipts	68,063	-
- Domestic resource factoring	2,550	-
_	74,754	7,941
<u>Unsecured:</u>		
- Collaterised loan obligations	831	20,000
_	75,585	27,941

B10 Off Balance Sheet Financial Instruments

The Group does not have any financial instruments with off balance sheet risk as at the date of this quarterly report.



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B11 Material Litigation

There are no pending material litigations as at the date of this quarterly report that has a material effect on the financial position of the Group and the Board does not know of any proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially affect the position or business of the Group.

B12 Dividends

The Board is proposing for the shareholders' approval at the forthcoming Annual General Meeting, a final dividend of 3.0 sen (2006: NIL) less 27% tax per ordinary share of RM0.50 each amounting to RM3.285 million for the financial year ended 28 February 2007. The details of the book closure date and payment date will be announced later.

The total dividend per share for the current financial year is 3.0 sen less 27% tax.

B13 Earnings Per Share (Sen)

	Individual Quarter		Cumulative Quarter	
	Current	Preceding Year	Current	Preceding Year
	Year	Corresponding	Year To Date	Corresponding
	Quarter	Quarter (#)		Period (#)
	28-Feb-07	28-Feb-06	28-Feb-07	28-Feb-06
	RM'000	RM'000	RM'000	RM'000
Basic earnings per share				
Net profit attributable to shareholders	6,238	N/A	26,926	N/A
Number of ordinary shares				
at the beginning of the period ('000)	125,000	N/A	@	N/A
Issued during the period ('000)	25,000	N/A	150,000	N/A
Weighted average number of shares				
at the end the period ('000)	32,521	N/A	40,722	N/A
Basic earnings per share (sen)				
(Before excess of net fair values over				
acquisitions cost)	19.18	N/A	22.19	N/A
Basic earnings per share (sen)				
(After excess of net fair values over				
acquisitions cost)	19.18	N/A	66.12	N/A



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There is no comparative figures available as this is the first year of interim financial statements announced by the Company in compliance with Bursa Malaysia Securities Berhad's requirements after the Group was formed on 10 November 2006.

Note: @ Represent 2 ordinary shares only.

Date: 23 April 2007